

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)

In re:

BALTIMORE AND CHARLES
ASSOCIATES, LLC

Debtor

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Case No: 10-17685-JS
(Chapter 7)

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DEBTOR'S CONSENT TO ENTRY OF ORDER FOR RELIEF AND
NOTICE OF VOLUNTARY CONVERSION TO CHAPTER 11

Baltimore and Charles Associates, LLC, debtor in this pending involuntary Chapter 7 case, hereby consents to entry of an order for relief in the involuntary case and converts this case a case under Chapter 11 of the Bankruptcy Code pursuant the provisions of § 706 of the Bankruptcy Code. Attached hereto as **Exhibit 1** and incorporated herein by reference is a Resolution of the Members of Baltimore and Charles Associates, LLC, authorizing the Chapter 11 filing.

Contemporaneously herewith, the Debtor is submitting the following for filing in this case:

1. Motion to Retain Logan, Yumkas, Vidmar & Sweeney, LLC as Counsel to the Debtor.

WHEREFORE, the Debtor prays that the Court enter an Order for Relief and provide for the administration of the case under Chapter 11 of the Bankruptcy Code.

Respectfully submitted,

/s/ Lawrence J. Yumkas
Lawrence J. Yumkas, 06357
Lisa Yonka Stevens, 70151
Logan, Yumkas, Vidmar & Sweeney, LLC
2530 Riva Road, Suite 400
Annapolis, Maryland 21401
(443) 569-0758
lyumkas@loganyumkas.com

Attorneys for Debtor

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 12th day of July 2010, notice of filing of the Debtor's Consent to Entry of Order for Relief and Notice of Voluntary Conversion to Chapter 11 (the "Consent") was sent electronically to those parties listed on the docket as being entitled to such electronic notices. Supplemental notice of the filing of the Consent will be mailed first class, postage prepaid by the voluntary debtor as soon as it compiles a list of creditors with contact and address information.

/s/ Lawrence J. Yumkas
Lawrence J. Yumkas

UNANIMOUS CONSENT OF MEMBER TO
RESOLUTION AUTHORIZING CHAPTER 11 FILING ON
BEHALF OF BALTIMORE AND CHARLES ASSOCIATES, LLC

The undersigned, constituting the member of Baltimore and Charles Associates, LLC ("Baltimore and Charles"), having considered the current status of the company in light of its relationship with its lender and its creditors, as well as the involuntary bankruptcy, concludes that the interests of Baltimore and Charles and of its creditors and owners would be best served through the reorganization or orderly liquidation of its assets under Chapter 11 of the Bankruptcy Code. Accordingly, it is hereby

RESOLVED that Baltimore and Charles be and is hereby authorized seek relief under Chapter 11 of the United States Bankruptcy Code by consenting to convert this case to a voluntary Chapter 11 bankruptcy in the United States Bankruptcy Court for the District of Maryland; and it is further


RESOLVED that Baltimore & Charles retain the services of Lawrence J. Yumkas and Logan, Yumkas, Vidmar & Sweeney, LLC to represent its interests in such Chapter 11 proceeding, and it is further

RESOLVED that the company's member be authorized and directed cause to be prepared to be filed all necessary documents with United States Bankruptcy Court for the District of Maryland, as may be needed from time to time in connection with the Chapter 11 case.

BANDO HOLDINGS, LLC

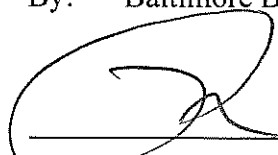
By: Roxal of Baltimore, LLC

Dated: July 12, 2010

By: 
Title: Authorized Representative

By: Baltimore Bando, LLC

Dated: July 12, 2010


Title: Authorized Representative

CERTIFICATION OF RESOLUTION

I, Benjamin Miller, co-manager of Baltimore and Charles Associates, LLC, represent that the attached resolution was duly adopted and signed by the sole member of Baltimore and Charles Associates, LLC.

By: /s/ Benjamin Miller

Name: Benjamin Miller

Title: Authorized Representative